

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262
THIS DOCUMENT RELATES TO:	Master File No. 1:11-md-2262-NRB ECF Case
ORAL ARGUMENT REQUESTED	
<i>Nat'l Credit Union Admin. Bd. v. Credit Suisse Grp., AG, et al.</i>	No. 13-cv-7394
<i>Principal Fin. Grp., Inc., et al. v. Bank of Am. Corp., et al.</i>	No. 13-cv-6014
<i>Principal Funds, Inc., et al. v. Bank of Am. Corp., et al.</i>	No. 13-cv-6013
<i>Prudential Inv. Portfolios 2, et al. v. Bank of Am. Corp., et al.</i>	No. 14-cv-4189

**DECLARATION OF ALAN B. KAPLAN IN SUPPORT
OF BARCLAYS CAPITAL INC.'S MOTION TO DISMISS
CERTAIN DIRECT ACTIONS FOR LACK OF PERSONAL JURISDICTION**

I, Alan B. Kaplan, declare under penalty of perjury as follows:

1. I am Managing Director; Deputy General Counsel, Americas; and Secretary for Barclays Capital Inc. ("BCI") in New York, New York.
2. I submit this declaration in support of BCI's Motion to Dismiss for Lack of Personal Jurisdiction in the above-captioned actions. The facts stated herein are true and correct to the best of my knowledge, based on records maintained by BCI in the ordinary course of business.
3. Except where otherwise indicated, all statements apply to the entire period from January 1, 2013 through November 5, 2014.
4. BCI is organized under the laws of the State of Connecticut.
5. BCI's headquarters are located at 745 Seventh Avenue, New York, New York.
6. BCI is a broker-dealer and member of the Financial Industry Regulatory Authority, registered with the Securities and Exchange Commission and with the relevant securities regulatory agencies in all fifty states, the District of Columbia, and Puerto Rico.
7. BCI is not a U.S. Dollar LIBOR panel member.

BCI Has No Operations in Iowa

8. BCI has no branches or offices in Iowa.
9. BCI owns no real estate and holds no leases for real property in Iowa.
10. BCI is not registered with the Iowa Secretary of State or the Iowa Division of Banking.
11. BCI pays no corporate state income taxes in Iowa.
12. BCI has no employees located in Iowa.

BCI Has No Operations in Kansas

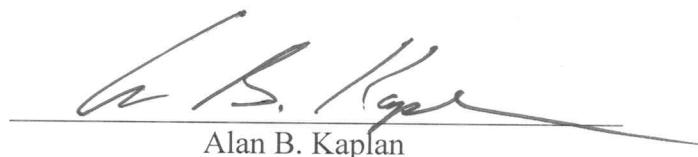
13. BCI has no branches or offices in Kansas.
14. BCI owns no real estate and holds no leases for real property in Kansas.
15. BCI is not registered with the Kansas Secretary of State or the Office of the State Bank Commissioner.
16. In 2013, BCI filed a tax return in Kansas as part of a unitary group with its affiliates entitled "Barclays Group US, Inc. & Affiliates" and paid no corporate state income taxes in Kansas.

17. BCI has no employees located in Kansas.

BCI Has No Operations in New Jersey

18. BCI has no branches or offices in New Jersey.
19. BCI owns no real estate and holds no leases for real property in New Jersey.
20. BCI is not registered with the New Jersey Secretary of State or the New Jersey Department of Banking and Insurance.
21. BCI has no employees located in New Jersey.
22. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information and belief, based on records maintained by BCI in the ordinary course of business.

Executed in New York, New York on November 5, 2014.



Alan B. Kaplan